

To: The Florida Dept. of State
Subject: 000399.79187

From: Ashley Smith

Tuesday, January 08, 2008 PM Page 1 of 4

PO8 000002877
* File Third, after *
Parent Park, Inc. amendment

Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6381

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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FLORIDA PROFIT/NON PROFIT CORPORATION

PARENT PARK, INC.

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ARTICLES OF INCORPORATION
OF
PARENT PARK, INC.

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The undersigned Incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: PARENT PARK, INC.

ARTICLE II - PERPETUAL TERM; DELAYED EFFECTIVE DATE

As permitted by F.S. §607.0123, the effective date of these Articles shall be delayed, after their filing, until January 1, 2008. Thereafter, the Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

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ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2701 NW Boca Raton Boulevard, Suite 102, Boca Raton, FL 33431.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is: c/o Dunlap & Moran, P.A., 1990 Main Street, Suite 700, Sarasota, FL 34236, and the Registered Agent at such office is: Gary Kauffman, Esq.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each Member of the first Board of Directors are:

<u>Name:</u>	<u>Address:</u>
Michael J. Parness	200 Riverside Boulevard #45B New York, NY 10069
Doug Koval	21276 Greenwood Court Boca Raton, FL 33433

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

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ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation are:

<u>Name:</u>	<u>Address:</u>
Doug Koval	21276 Greenwood Court Boca Raton, FL 33433

The undersigned has executed these Articles this 24 day of December, 2007.


DOUG KOVAL,
Incorporator

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for PARENT PARK, INC., at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent:


Gary Kauffman

Dated: December 28, 2007

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